

Sean C. Southard, Esq.  
KLESTADT & WINTERS, LLP  
Attorneys for CarVal Investors, LLC  
292 Madison Avenue, 17th Floor  
New York, NY 10017-6314  
Telephone: (212) 972-3000

Robert S. Clayman, Esq.  
GUERRIERI, EDMOND, CLAYMAN & BARTOS, P.C.  
Attorneys for Association of Flight Attendants – CWA, AFL-CIO  
1625 Massachusetts Avenue, N.W., Suite 700  
Washington, D.C. 20036  
Telephone: (202) 624-7400

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X		
In re:	:	
	:	Chapter 11
	:	
NORTHWEST AIRLINES CORPORATION, <u>et al.</u>	:	Case No. 05-17930 (ALG)
	:	
Debtors.	:	Jointly Administered
	:	
-----X		

APPELLEES' JOINT DESIGNATION OF ADDITIONAL ITEMS  
FOR INCLUSION IN THE RECORD ON APPEAL  
[RELATED TO DOCKET NO. 8156]

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, CarVal Investors, LLC ("CarVal") and the Association of Flight Attendants – CWA, AFL-CIO ("AFA" and together with CarVal, referred to as the "Appellees"), by their respective undersigned counsel, hereby designate the following additional items (including all exhibits) that were not contained in the Designation of Items to Be Included In The Record On Appeal And Statement of Issue To Be Presented On Appeal filed by Lazard Frères & Co., LLC ("Lazard") and the Official Committee of Unsecured Creditors of

Northwest Airlines Corporation, et al., on March 20, 2008 [Docket No. 8156] relating to the their respective appeals from (i) the Decision Denying Success/Completion Fee Request Portion of Lazard Frères & Co.'s and FTI Consulting, Inc.'s Final Fee Applications [Docket No. 8103], and (ii) the Order Denying Allowance of Completion Fee Requests of Lazard Frères & Co. LLC [Docket No. 8105], each entered by the United States Bankruptcy Court for the Southern District of New York (Hon. Cecelia G. Morris) on February 29, 2008, for inclusion in the record on appeal:

1. Application for an Order Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a) Authorizing the Employment and Retention of Cadwalader Wickersham & Taft LLP as Attorneys for the Debtors, filed by the Debtors. [ECF Docket No. 35].

2. Application for an Order Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a) Authorizing Employment and Retention of Seabury Group LLC as Strategic and Financial Advisor to the Debtors, filed by the Debtors. [ECF Docket No. 37].

3. Appointment of Committee of Unsecured Creditors, filed by the United States Trustee [ECF Docket No. 444].

4. Order Pursuant to Section 327(a) and 328(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a) Authorizing the Employment and Retention of Cadwalader Wickersham & Taft LLP as Attorneys for the Debtors, filed by the Court [ECF Docket No. 748]

5. Application for Order Pursuant to, *Inter Alia*, 11 U.S.C. § 328(a) and 1103(a) of the Bankruptcy Code Authorizing Employment and Retention of Otterbourg,

Steindler, Houston & Rosen, P.C., Effective as of September 30, 2005, as Counsel to the Official Committee of Unsecured Creditors, filed by the Committee[ECF Docket No. 758].

6. Application to Employ And Retain Lazard Freres & Co. LLC As Financial Advisor To The Official Committee Of Unsecured Creditors Pursuant To 11 U.S.C. 328(A) And 1103(A), And Fed. R. Bankr. P. 2014(A) And 2016, filed by Brett H. Miller on behalf of Official Committee Of Unsecured Creditors Of Northwest Airlines Corporation, et al. [ECF Docket No. 948].

7. Application Pursuant to Fed. R. Bankr. P. 2014(a) for Order Under Sections 328(a) and 1103(a) of the Bankruptcy Code Authorizing the Employment and Retention of FTI Consulting, Inc. as Financial Advisors to the Official Committee of Unsecured Creditors Effective as of October 6, 2005, filed by the Committee [ECF Docket No. 952].

8. 1005 Order Pursuant to Sections 328(a) and 1103(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a) Authorizing the Employment and Retention of Otterbourg, Steindler, Houston & Rosen, P.C. as Attorneys for the Official Committee of Unsecured Creditors, filed by the Court [ECF Docket No. 1005].

9. Interim Order Authorizing Retention of FTI Consulting, Inc. as Financial Advisors to the Official Committee of Unsecured Creditors, filed by the Court [ECF Docket No. 1271].

10. Interim Order Authorizing the Employment and Retention of Lazard Freres & Co. LLC as Financial Advisor to the Official Committee of Unsecured Creditors

Pursuant to 11 U.S.C. §§ 328(a) and 1103(a), and Fed. R. Bankr. P. 2014(a) and 2016, filed by the Court [ECF Docket No. 1272].

11. Order Pursuant to Section 327(a) and 328(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a) Authorizing Employment and Retention of Seabury Group LLC as Strategic and Financial Advisor to the Debtors, filed by the Court [ECF Docket No. 1462].

12. Final Order Authorizing Retention of FTI Consulting, Inc. as Financial Advisors to the Official Committee of Unsecured Creditors, filed by the Court [ECF Docket No. 3121].

13. Application for an Order Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a) Authorizing the Employment and Retention of Evercore Group L.L.C. as Financial Advisors for the Debtors, filed by the Debtors [ECF Docket No.4139].

14. Order Pursuant to Section 327(a) and 328(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a) Authorizing Employment and Retention of Evercore Group L.L.C. as Financial Advisors for the Debtors, filed by the Court [ECF Docket No. 5797].

15. Fifth and Final Application of FTI Consulting, Inc. for Allowance of Compensation and for Reimbursement of Expenses for Services Rendered in These Cases for the Period October 6, 2005 Through May 31, 2007, filed by FTI [ECF Docket No. 7430].

16. Objection by Carval Investors, LLC to (I) Fee Enhancements Sought by Cadwalader, Wickersham & Taft LLP and Otterbourg, Steindler, Houston & Rosen, P.C.;

and (II) Completion Fees Sought by FTI Consulting, Inc. and Lazard Freres & Co. LLC, filed by Carval Investors, LLC [ECF Docket No. 7561].

17. Objection of Association of Flight Attendants - CWA, AFL-CIO, to the Fee Application Submitted by FTI Consulting, Inc., Pursuant to 11 U.S.C. § 330, filed by the Association of Flight Attendants [ECF Docket No. 7565].

18. Reply of FTI Consulting, Inc. in Further Support of the Fifth and Final Application of FTI Consulting, Inc. for Allowance of Compensation and Reimbursement of Expenses, filed by FTI [ECF Docket No. 7580].

19. Order Granting Interim and Final Allowance of Compensation and Reimbursement of Expenses, filed by the Court [ECF Docket No. 7633].

20. Supplemental Memorandum of FTI Consulting, Inc. in Further Support of the Fifth and Final Application of FTI Consulting, Inc. for Allowance of Compensation and Reimbursement of Expenses, filed by FTI [ECF Docket No. 7793].

21. FTI Consulting, Inc. Fee Application Hearing Exhibits 1-44 [Attachment Nos. 1-44 to ECF Docket No. 8167].

22. Association of Airline Flight Attendants Fee Application Hearing Exhibits 1-2 [Attachment No. 45-46 to ECF Docket Nos. 8167].

23. Stipulated Greco Deposition Designations [Attachment No. 47 to ECF Docket No. 8167].

24. Stipulated Lockhart Deposition Designations [Attachment No. 47 to ECF Docket No. 8167].

25. Transcript of December 19, 2007 Telephonic Hearing<sup>1</sup>
26. Supplemental Memorandum in Opposition to FTI Consulting, Inc.'s Fifth and Final Application for Allowance of Compensation and Reimbursement of Expenses, filed by Carval Investors, LLC [ECF Docket No. 7917].
27. Post-Hearing Brief of FTI Consulting, Inc. in Further Support of the Fifth and Final Application of FTI Consulting, Inc. for Allowance of Compensation and Reimbursement of Expenses, filed by FTI [ECF Docket No. 7918].
28. Order Denying Allowance of Completion Fee Requests of FTI Consulting, Inc., filed by the Court [ECF Docket No. 8104].
29. Notice of Appeal, filed by FTI [ECF Docket No. 8125].
30. Notice of Appeal, filed by the Committee [ECF Docket No. 8155].
31. Response Of Otterbourg, Steindler, Houston & Rosen, P.C. To The Objections Of (I) The Office Of The United States Trustee, (II) Carval Investors, LLC, And (III) Association Of Flight Attendants-CWA, AFL-CIO, To The Application Of Otterbourg, Steindler, Houston & Rosen, P.C., Counsel To The Official Committee Of Unsecured Creditors Of Northwest Airlines Corp., Et Al., For Final Allowance Of Compensation And Reimbursement Of Expenses Pursuant To 11 U.S.C. Sections 330 And filed by Scott L. Hazan on behalf of Otterbourg Steindler Houston & Rosen, P.C. [ECF Docket No. 7581].
32. CarVal Exhibits 1, 2, 3, 4, 5, 6, 7 and 8 Introduced Into Evidence By CarVal during the Evidentiary Hearing Application for Final Professional Compensation

---

<sup>1</sup> Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, a copy of the December 19, 2007 Telephonic Hearing transcript has been requested from the court reporter.

for FTI Consulting, Inc. and Lazard Freres & Co., LLC before the Honorable Cecelia G. Morris United States Bankruptcy Judge (November 19, 2007).

WHEREFORE, Appellees submit the above additional items (including all exhibits) for inclusion in the record on appeal.

Dated: March 31, 2008  
New York, New York

KLESTADT & WINTERS, LLP  
Attorneys for CarVal Investors, LLC

By: /s/ Sean C. Southard  
Sean C. Southard (SS-2825)  
292 Madison Avenue, 17th Floor  
New York, NY 10017-6314  
Telephone: (212) 972-3000

GUERRIERI, EDMOND,  
CLAYMAN & BARTOS, P.C.  
Attorneys for Association of Flight  
Attendants – CWA, AFL-CIO

By: /s/ Robert S. Clayman  
Robert S. Clayman, Esq.  
1625 Massachusetts Avenue, N.W.,  
Suite 700  
Washington, D.C. 20036  
Telephone: (202) 624-7400